

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose of Committee

The purpose of the Nominating and Corporate Governance Committee (“Committee”) of the Board of Directors (“Board”) of Zions Bancorporation, N.A. (“Bank”) is to identify and recommend individuals to the Board for nomination as members of the Board and its committees and to assist the Board in its oversight of the corporate governance principles and practices applicable to the Bank.

Committee Membership

The Committee shall consist of at least three members of the Board, each of whom shall meet the independence standards established from time to time by the Nasdaq Stock Market LLC (“Nasdaq”) and the Board.

Members of the Committee shall be appointed by the Board after receiving recommendations from the Committee and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson (“Chairperson”). The chair shall be rotated periodically at the Board’s discretion. The Committee shall meet in person or telephonically at least twice a year at times and places determined by the Chairperson, with further meetings to occur or actions to be taken by written consent when deemed necessary or desirable by the Committee or the Chairperson. The Committee may invite members of management or other persons to attend its meetings.

The Committee shall meet in executive session at each meeting held in person and, if desired by the Chairperson or Committee, at other meetings to discuss any matters the Committee believes should be discussed privately. The Committee may invite members of management or other persons to attend a portion of any such session.

The Committee may, in its discretion, delegate portions of its responsibilities to a subcommittee of the Committee.

Committee Responsibilities

The Committee shall have the following responsibilities:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
2. Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In nominating candidates, including candidates nominated by shareholders in accordance with the Bank’s Bylaws, the Committee shall take into consideration the factors set forth under “Candidates for Board

Membership” in the Bank’s Corporate Governance Guidelines and such other factors as the Committee deems appropriate. The Committee may consider candidates proposed by management, but is not required to do so.

3. Develop and recommend to the Board factors, consistent with Nasdaq rules and applicable laws and regulations, to be considered in making determinations as to the absence of relationships between the Bank or its subsidiaries and a director which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
4. Annually evaluate the independence of each member of the Board and each of its committees under the applicable rules of Nasdaq, the Securities Exchange Commission and bank regulatory agencies, as well as under item (3) above, and determine whether the independence requirements of the Board and its committees have been met.
5. Identify Board members qualified to be appointed to each of the Board’s committees, whether on an annual basis, upon the occurrence of a vacancy or otherwise, and to recommend that the Board appoint the identified member or members to the respective committees. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate’s experience with the goals of the committee and the interplay of the candidate’s experience with the experience of other committee members.
6. Oversee the annual evaluation of the effectiveness of the Board, which is required at least annually by the Bank’s Corporate Governance Guidelines.
7. Periodically review and recommend to the Board any needed changes to the Bank’s corporate governance principles, including its Corporate Governance Guidelines, and address questions that may arise with respect thereto.
8. Periodically review and recommend to the Board any needed changes to the Bank’s Code of Business Conduct and Ethics, Directors’ Code of Conduct and Related Party Transactions Policy, and address questions which may arise with respect thereto.
9. Receive reports on noncompliance with or waivers to the Bank’s Code of Business Conduct and Ethics, Directors’ Code of Conduct or Related Party Transactions Policy by or for the benefit of the Bank’s directors and executive officers and, to the extent called for by such codes or policy, act on requests for waivers or resolution of noncompliance.
10. Review, and recommend to the Board the appropriate response to, shareholder proposals to be voted upon at the Bank’s meetings of shareholders.
11. In consultation with management and in collaboration with other members of the Board, on a periodic but not less than annual basis, coordinate, review, modify and report to the Board of Directors on the status of the Bank’s talent reviews and management succession plan.
12. Assess the reporting channels and mechanisms through which the Board receives information and the quality and timeliness of the information.
13. Oversee director education and training.
14. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

Because the purposes and responsibilities of the Committee may overlap with or relate to the purposes and responsibilities of other committees of the Board, the Chairperson of the Committee and the chairpersons of such other committees may liaise and decide how to coordinate the activities of the

relevant committees, through joint meetings, overlapping committee memberships, the sharing of information and reports or otherwise.

Committee Evaluations, Reports and Records

The Committee shall produce the following evaluations, reports and records:

1. The Committee shall conduct an annual effectiveness evaluation. This evaluation should compare the performance of the Committee with the requirements of this charter. The evaluation should also recommend any improvements to this charter deemed necessary or desirable by the Committee. The evaluation shall be conducted in such manner as the Chairperson deems appropriate and shall be reported to the Board orally or in writing.
2. The Chairperson shall provide an oral report of the actions taken at each Committee meeting, to be presented to the Board at a subsequent Board meeting; and
3. The matters discussed at Committee meetings or actions taken by the Committee without a meeting shall be summarized or set forth in written minutes or executed written consents. All such minutes shall be reviewed and approved by the Committee and all such approved minutes and written consents shall be included in the records of the Board maintained by the Bank's Secretary.

Resources and Authority of the Committee

The Committee shall have direct access to and complete and open communications with, and may obtain advice and assistance from, the Bank's management. The Committee shall have the resources, funding and authority appropriate to discharge its responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of any consultants or advisors (including special or independent counsel or other experts) as it deems necessary or appropriate to aid in the performance of its responsibilities, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

Approved October 27, 2018